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FISCAL IMPACT STATEMENT

LS 6776

BILL NUMBER: HB 1187

NOTE PREPARED: Mar 14, 2008

BILL AMENDED: Mar 13, 2008

SUBJECT: Nonprofit Corporations.

FIRST AUTHOR: Rep. Lawson L

FIRST SPONSOR: Sen. C. Lawson

BILL STATUS: Enrolled

FUNDS AFFECTED: X GENERAL
X DEDICATED
FEDERAL

IMPACT: State & Local

Summary of Legislation: This bill provides that notice given by a nonprofit corporation (corporation) is fair and reasonable if the corporation provides notice by: (1) communicating in person; (2) mail or other method of delivery; or (3) other electronic means capable of verification. The bill also requires a corporation to maintain a notice in a record unless the notice was given orally. The bill establishes when notice is effective. This bill requires a corporation to retain ballots for a certain period. The bill also establishes circumstances under which contracts or transactions that involve conflicting interests of members, directors, members of a designated body, or officers are not void or voidable. (Current law establishes the circumstances under which contracts or transactions that involve conflicting interests of directors are not void or voidable.) The bill amends provisions that restrict certain actions by committees of directors. The bill also allows: (1) boards of directors; and (2) members present at a committee meeting; to appoint alternate members of a committee. This bill allows corporations to create or authorize the creation of advisory committees. The bill also provides that a constituent of a business entity and the business entity are presumed to have agreed to conduct certain actions electronically unless conducting the actions electronically is prohibited by the governing documents of the business entity or an express statement by the business entity. This bill establishes certain guidelines for the use of electronic records or electronic signatures. The bill makes other changes and conforming amendments. The bill also repeals a provision that is replaced concerning conflicting interest contracts or transactions.

Effective Date: July 1, 2008.

Explanation of State Expenditures:

Explanation of State Revenues: This bill amends several statutes governing the organization and operations

of nonprofit corporations. Requiring several new and additional procedures to be followed by these corporations could increase the number of civil actions initiated. The estimated number of civil actions that may be initiated due to the increase in statutory requirements for nonprofit corporations is indeterminable.

Court Fee Revenue: If additional civil actions occur and court fees are collected, revenue to the state General Fund may increase. A civil costs fee of \$100 would be assessed when a civil case is filed, 70% of which would be deposited in the state General Fund if the case is filed in a court of record or 55% if the case is filed in a city or town court. In addition, some or all of the document storage fee (\$2), automated record keeping fee (\$7), judicial salaries fee (\$17), public defense administration fee (\$3), court administration fee (\$3), and the judicial insurance adjustment fee (\$1) are deposited into the state General Fund. Additional fees may be collected at the discretion of the judge and depending upon the particular type of case.

Background: Notice Requirements: This bill amends the notice requirements for meetings of a nonprofit corporation. The bill provides that in order for notice to be considered fair and reasonable, the notice must be provided by: (1) communicating in person; (2) mail or other method of deliver; or (3) other electronic means capable of verification. These notice provisions are added to the list of other requirements for notice to be considered fair and reasonable under current law.

Related Party Transactions: This bill sets forth how a corporation shall procedurally handle transactions between related parties. The bill expressly states that a transaction is not void solely because of the relationship or interest of the parties. These relationships include relations between corporations that share a director or member, or directors of one corporation that hold a similar position in another corporation or partnership, association, etc. These relationship interest requirements also extend to the corporations dealings with entities in which a director or member holds a financial interest. Although these transactions are not automatically voidable, the bill sets forth the notices and disclosures that must be made to keep the transaction from being voidable.

Explanation of Local Expenditures:

Explanation of Local Revenues: *Court Fee Revenue:* If additional civil actions occur, local governments would receive revenue from the following sources. The county general fund would receive 27% of the \$100 civil costs fee that is assessed in a court of record. Cities and towns maintaining a law enforcement agency that prosecutes at least 50% of its ordinance violations in a court of record may receive 3% of court fees. If the case is filed in a city or town court, 20% of the court fee would be deposited in the county general fund and 25% would be deposited in the city or town general fund. Additional fees may be collected at the discretion of the judge and depending upon the particular type of case.

State Agencies Affected: Secretary of State.

Local Agencies Affected: Trial courts, city and town courts.

Information Sources:

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